

0-264A057

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RECORDATION NO 16842 FILED 1025 A

SEP 21 1990 -3 05 AM

September 21, 1990

\$15.00 filing fee

Dear Mr. Strickland:

On behalf of Pac Rail, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Statement of New Numbers ("Amendment"), executed as of September 19, 1990.

The parties to the enclosed Amendment are:

Pac Rail - Debtor (for indexing purposes Mortgagor)
Two Embarcadero Center
Suite 1670
San Francisco, California 94111

Concord Asset Management, Inc. - Secured Party (for indexing purposes, Mortgagee)
One Norwalk West
40 Richards Avenue
Norwalk, Connecticut 06856

The Amendment covers one hundred fifty (150) Woodchip Hopper cars in Appendix A to that certain Memorandum of Security Agreement dated as of April 17, 1990, recorded April 24, 1990 with the Interstate Commerce Commission under Recordation No. 16842 and the aforesaid Amendment should be recorded thereunder under the next available letter which we believe to be -A.

The units of equipment covered by the Amendment are those one hundred fifty (150) units identified on the second page of Appendix A of the aforesaid Memorandum of Security Agreement as Woodchip Hoppers, hereby renumbered as CR 470001-CR 470150.

A short summary of the document to appear in the ICC Index is as follows

"Renumbers 150 Woodchip Hoppers to CR 470001-470150."

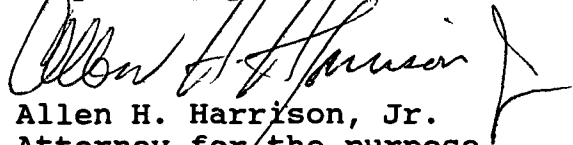
This one is
16842-A

W.C. Harrison
Allen H. Harrison, Jr.

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Amendment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
Pac Rail

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

16842 A
RECORDED BY FILED 145

SEP 21 1990 -3 05 AM

STATEMENT OF NEW NUMBERS

The parties hereto entered into that certain Memorandum of Security Agreement, ("Memorandum") dated as of April 17, 1990, by and between Concord Asset Management, Inc. ("CAMI"), as secured party, having its principal offices at One Norwalk West, 40 Richards Avenue, Norwalk, CT 06856 and Pac Rail ("PR"), as debtor, having its principal offices at Two Embarcadero Center, Suite 1655, San Francisco, CA 94111, pursuant to which PR granted CAMI a security interest in all of its right, title and interest in the equipment described in Appendix A attached thereto which Memorandum was recorded with the Interstate commerce commission (April 24, 1990) under Recordation NO. 16842.

It is hereby agreed between the parties to the Memorandum that the 150 car numbers referenced in Appendix A as a total of 150 Wood Chip Hoppers will be changed to new Conrail ("CR") numbers. CR-470001 through CR-470150 inclusive.

Executed this 19 day September, 1990.

PAC RAIL

By: Brian D. StuckerName: BRIAN D STUCKERTitle: E.V.P.

CONCORD ASSET MANAGEMENT, INC.

By: _____

Name: _____

Title: _____

STATEMENT OF NEW NUMBERS

The parties hereto entered into that certain Memorandum of Security Agreement, ("Memorandum") dated as of April 17, 1990, by and between Concord Asset Management, Inc. ("CAMI"), as secured party, having its principal offices at One Norwalk West, 40 Richards Avenue, Norwalk, CT 06856 and Pac Rail ("PR"), as debtor, having its principal offices at Two Embarcadero Center, Suite 1655, San Francisco, CA 94111, pursuant to which PR granted CAMI a security interest in all of its right, title and interest in the equipment described in Appendix A attached thereto which Memorandum was recorded with the Interstate commerce commission (April 24, 1990) under Recordation NO. 16842.

It is hereby agreed between the parties to the Memorandum that the 150 car numbers referenced in Appendix A as a total of 150 Wood Chip Hoppers will be changed to new Conrail ("CR") numbers. CR-470001 through CR-470150 inclusive.

Executed this 12th day September, 1990.

PAC RAIL

By: _____

Name: _____

Title: _____

CONCORD ASSET MANAGEMENT, INC.

By: 

Name: PETER POUL

Title: V.P.

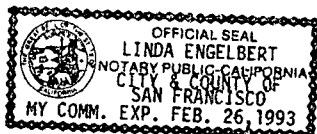
STATE OF California)
COUNTY OF San Francisco) SS.:

BEFORE ME, the undersigned notary, on this day personally appeared Guan D. Stucker, to me personally known who, being by me duly sworn, says that he/~~she~~ is Exec. V.P. of Pac Rail ("PR"), that the above Memorandum of Security Agreement was signed on behalf of PR by authority of its Board of Directors and has acknowledged that the execution of the foregoing Memorandum of Security Agreement was the free act and deed of PR.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19th day of ~~April~~, 1990.

September

[Seal]



[Signature]
Notary Public

My Commission Expires:

2/26/93

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

§ 5.1

On this 19th day of SEPTEMBER, 1990, before me, the undersigned, a Notary Public and for the State of CONNECTICUT, duly commissioned and sworn, personally appeared PETER POOLE, to me known to be the person who signed as VICE PRESIDENT of Concord Asset Management, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Bridget R. Connolly
Notary Public

BRIDGET R. CONNOLLY
Notary Public, State of Connecticut
No. 61277
Qualified in Fairfield County
Commission Expires 3/31/91